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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

September 2, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W  
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of September 2, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the documents being filed with the Board under Recordation Numbers 29884 and 29884-A

The names and addresses of the parties to the enclosed document are:

Assignor	JAIX Leasing Company Two North Riverside Plaza Suite 1250 Chicago, IL 60606
Assignee	First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018

Chief  
Section of Administration  
September 2, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document  
is

90 railcars MMMX 3000 – MMMX 3089

A short summary of the document to appear in the index is

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$41 00 payable to the order of  
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the  
undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "Ed M Luria".

Edward M Luria

EML/sem  
Enclosures

SEP 07 '11 4:55 PM

**MEMORANDUM OF ASSIGNMENT OF LEASE**  
**(Surface Transportation Board)**

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of September 2, 2011, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Assignee") and JAIX LEASING COMPANY, a Delaware corporation (the "Assignor").

The parties to this Memorandum hereby acknowledge and confirm the following

A The Assignor has leased to 3M Company ("Lessee") certain railcars identified on Schedule 1 attached hereto, under Amended Rider 1 dated June 28, 2011 to that certain Full Service Railcar Equipment Lease dated as of November 5, 2010, between Assignor and Lessee (hereinafter together as amended, modified, supplemented and or replaced from time to time referred to as the "Lease")

B The Assignor, pursuant to a Collateral Assignment of Leases dated as of September 2, 2011 by and among Assignor, FreightCar America, Inc and Assignee, has collaterally assigned all of its rights, benefits, privileges and amounts payable or accruing to it as lessor under the Lease, but none of the duties or obligations of lessor thereunder

The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

JAFX LEASING COMPANY

By \_\_\_\_\_

Name \_\_\_\_\_

Title \_\_\_\_\_

STATE OF            )  
                          ) ss  
COUNTY OF        )

The foregoing Memorandum of Assignment of Lease was acknowledged before me, the undersigned Notary Public, in the County of \_\_\_\_\_ this \_\_\_\_ day of September, 2011 by \_\_\_\_\_, as \_\_\_\_\_ of JAFX LEASING COMPANY, on behalf of the company.

\_\_\_\_\_  
Notary Public

My commission expires \_\_\_\_\_

[Notarial Seal]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

JADX LEASING COMPANY

By: Theodore W. Baun  
Name: THEODORE W. BAUN  
Title: VICE PRESIDENT

STATE OF )  
COUNTY OF ) ss:

The foregoing Memorandum of Assignment of Lease was acknowledged before me, the undersigned

Notary Public, in the County of Cook this 1<sup>st</sup> day of September, 2011 by

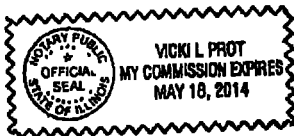
Theodore W. Baun, as Vice President of JADK LEASING

COMPANY, on behalf of the company

Vicki L. Prot  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour  
Name: Richard F. Seymour  
Title: Vice President Sales & Marketing

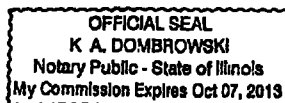
STATE OF ILLINOIS )  
 ) ss:  
COUNTY OF COOK )

The foregoing Memorandum of Assignment of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook this      day of September, 2011 by Richard F. Seymour as Vice President of FIRST UNION RAIL CORPORATION, on behalf of the company.

K. A. Dombrowski  
Notary Public

My commission expires 10/7/2013

[Notarial Seal]



[Signature page for Memorandum of Assignment of Lease (3M Lease)]

**SCHEDULE 1**

Ninety (90) VersaFlood™ Aggregate Cars marked MMMX 3000 through MMMX 3089 (both inclusive).

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 9/2/11

Edward M Luria  
Edward M Luria